Sanchez Production Partners LP Form 3 April 18, 2016

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Reporting Person

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Sanchez Production Partners LP [SPP] À HITE Hedge Asset (Month/Day/Year) Management LLC 01/31/2016 4. Relationship of Reporting (Last) (First) (Middle) 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 300 WASHINGTON (Check all applicable) STREET. SUITE 308 (Street) 6. Individual or Joint/Group _X_ 10% Owner Director Officer _X_ Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting See explanation of responses Person

NEWTON, MAÂ 02458

(State)

(City)

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security
2. Amount of Securities
3. 4. Nature of Indirect Beneficial Ownership Ownership (Instr. 4)
Form: (Instr. 5)

Form: (Instr. Direct (D) or Indirect (I)

(Instr. 5)

Common Units 555,273 I See footnotes (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Zip)

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Title and Amount of 6. Nature of Indirect 1. Title of Derivative Security 2. Date Exercisable and 4. 5. **Expiration Date** Securities Underlying Ownership Beneficial Ownership (Instr. 4) Conversion (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Cash Settled Equity Swaps	(5)	(5)	Common Units	169,000	\$ <u>(5)</u>	I	See footnotes (1) (2) (3) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HITE Hedge Asset Management LLC 300 WASHINGTON STREET SUITE 308 NEWTON, MA 02458	Â	ÂΧ	Â	See explanation of responses			
HITE Hedge LP 300 WASHINGTON STREET SUITE 308 NEWTON, MA 02458	Â	ÂΧ	Â	Â			
HITE MLP LP 300 WASHINGTON STREET SUITE 308 NEWTON, MA 02458	Â	ÂX	Â	Â			
HITE Hedge QP LP 300 WASHINGTON STREET SUITE 308 NEWTON, MA 02458	Â	ÂX	Â	Â			
HITE MLP Advantage LP 300 WASHINGTON STREET SUITE 308 NEWTON, MA 02458	Â	ÂX	Â	Â			
Jampel James M 300 WASHINGTON STREET SUITE 308 NEWTON, MA 02458	Â	ÂΧ	Â	Â			

Signatures

HITE Hedge Asset Management LLC, By: /s/ James M. Jampel, Managing Member				
**Signature of Reporting Person	Date			
HITE Hedge LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James M. Jampel, Manager				
**Signature of Reporting Person	Date			
HITE MLP LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James M. Jampel, Manager	04/18/2016			
**Signature of Reporting Person	Date			

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HITE Hedge QP LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James M. Jampel, Manager

04/18/2016

**Signature of Reporting Person

Date

HITE MLP Advantage LP, By: HITE Hedge Capital LP, its General Partner, By: HITE Hedge Capital LLC, its General Partner, By: /s/ James M. Jampel, Manager

04/18/2016

**Signature of Reporting Person

Date

/s/ James M. Jampel

04/18/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The securities disclosed in this Form 3 may be deemed to be indirectly beneficially owned by HITE Hedge Asset Management LLC. The securities are directly held by HITE Hedge LP, HITE MLP LP, HITE Hedge QP LP and HITE MLP Advantage LP (collectively, the "HITE Funds"), for which HITE Hedge Asset Management LLC is the investment adviser. Mr. Jampel serves as Managing Member of HITE Hedge Asset Management LLC.
- (2) (Continued from footnote 1) Each of HITE Hedge Asset Management LLC and Mr. Jampel may be deemed to be the indirect beneficial owners of such Common Units held by the HITE Funds by virtue of their direct and indirect control of the HITE Funds.
 - (Continued from footnote 2) The Reporting Persons are filing this report because each of the Reporting Persons is a member of a Section 13(g) group with HITE Hedge Asset Management LLC as disclosed in a Schedule 13G filed on behalf of the Reporting Persons on April
- (3) 18, 2016. As of April 18, 2016, the members of this Section 13(g) group collectively owned more than 10% of the Issuer's outstanding Common Units. Each Reporting Person disclaims beneficial ownership of the Common Units reported herein except to the extent of his or its pecuniary interest therein.
- The number of Common Units reported herein does not include additional Common Units in an aggregate amount of at least 210,621 that
 HITE believes the Reporting Persons are entitled to receive pursuant to the terms of the Issuer's Amended and Restated Agreement of
 Limited Partnership, dated as of August 3, 2015. The Reporting Persons are in discussions with the Issuer about their entitlement to these
 Common Units.
 - Two funds for which HITE serves as investment adviser are party to cash-settled equity swap agreements with a dealer, referencing a portfolio of securities that includes a notional 169,000 Common Units (the "Equity Swaps"). The Equity Swaps do not provide for a pre-determined expiration date. At the end of each calendar month, each such fund is obligated to pay to the dealer any net decrease in the
- market price of a portfolio of securities (which includes the notional Common Units noted above), and (ii) the dealer will be obligated to pay to each such fund any net increase in the market price of such portfolio of securities. In addition, each fund will pay to the dealer certain agreed upon periodic financing charges. The dealer will pay to each fund the equivalent of any dividends paid to the beneficial owners of the referenced securities during the term of the swap agreements. The Equity Swaps may be settled only in cash and do not give the Reporting Persons direct or indirect voting,

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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